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November 14, 2006

**VIA FEDERAL EXPRESS**

New Filing Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**Re: Application by Foreign Corporation for Authorization to Transact Business in  
Florida for RMB Consultants, Inc.**

Dear Sir or Madam:

Enclosed for filing on behalf of RMB Consultants, Inc., a Colorado corporation, are a manually signed Application by Foreign Corporation for Authorization to Transact Business in Florida, a certificate of good standing issued by the Colorado Secretary of State and a check for \$70 in payment of the filing fee.

If anything further is required in connection with this filing, please contact me.

Sincerely yours,

PERKINS COIE LLP

Karin A. Tupper  
Paralegal

:kt  
Enclosures

cc: RMB Consultants, Inc.

99999-9406/LEGAL12232941.1

## COVER LETTER

**TO:** New Filing Section  
Division of Corporations

**SUBJECT:** RMB Consultants, Inc.

(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Karin Tupper, Paralegal

(Name of Person)

Perkins Coie LLP

(Firm/Company)

1899 Wynkoop Street, Suite 700

(Address)

Denver, Colorado 80202

(City/State and Zip code)

For further information concerning this matter, please call:

Karin Tupper

(Name of Person)

at ( 303 ) 291-2325

(Area Code & Daytime Telephone Number)

**STREET/COURIER ADDRESS:**

New Filing Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**

New Filing Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- ☒ \$70.00 Filing Fee    ☐ \$78.75 Filing Fee & Certificate of Status    ☐ \$78.75 Filing Fee & Certified Copy    ☐ \$87.50 Filing Fee, Certificate of Status & Certified Copy

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT  
BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO  
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. RMB Consultants, Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"  
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

N/A

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Colorado

(State or country under the law of which it is incorporated)

3. 20-2372345

(FEI number, if applicable)

4. 2/18/05

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. N/A

(Date first transacted business in Florida, if prior to registration)  
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 19 Foxtail Circle, Cherry Hills Village, CO 80113

(Principal office address)

19 Foxtail Circle, Cherry Hills Village, CO 80113

(Current mailing address)

8. Transaction of all lawful business

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: Karen Adams

Office Address: 1505 SE 40th Street

Cape Coral

(City)

, Florida 33904

(Zip code)

10. Registered agent's acceptance:

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*



(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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12. Names and business addresses of officers and/or directors:

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**A. DIRECTORS**

Chairman: Scott Sax

Address: 19 Foxtail Circle, Cherry Hills Village, CO 80113

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

**B. OFFICERS**

President: Scott Sax

Address: 19 Foxtail Circle, Cherry Hills Village, CO 80113

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: Scott Sax

Address: 19 Foxtail Circle, Cherry Hills Village, CO 80113

Treasurer: Scott Sax

Address: 19 Foxtail Circle, Cherry Hills Village, CO 80113

**NOTE:** If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. \_\_\_\_\_

(Signature of Director or Officer listed in number 12 of the application)

14. Scott Sax, President

(Typed or printed name and capacity of person signing application)

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DIVISION OF CORPORATIONS

OFFICE OF THE SECRETARY OF STATE  
OF THE STATE OF COLORADO

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**CERTIFICATE**

I, Ginette Dennis, as the Secretary of State of the State of Colorado, hereby certify that,  
according to the records of this office,

RMB Consultants, Inc.

is a  
Corporation

formed or registered on 02/18/2005 under the law of Colorado, has complied with all applicable requirements of this office, and is in good standing with this office. This entity has been assigned entity identification number 20051076446 .

This certificate reflects facts established or disclosed by documents delivered to this office on paper through 11/08/2006 that have been posted, and by documents delivered to this office electronically through 11/14/2006 @ 11:16:47 .

I have affixed hereto the Great Seal of the State of Colorado and duly generated, executed, authenticated, issued, delivered and communicated this official certificate at Denver, Colorado on 11/14/2006 @ 11:16:47 pursuant to and in accordance with applicable law. This certificate is assigned Confirmation Number 6632511 .



*Ginette Dennis*

Secretary of State of the State of Colorado

\*\*\*\*\*End of Certificate\*\*\*\*\*

Notice: A certificate issued electronically from the Colorado Secretary of State's Web site is fully and immediately valid and effective. However, as an option, the issuance and validity of a certificate obtained electronically may be established by visiting the Certificate Confirmation Page of the Secretary of State's Web site, <http://www.sos.state.co.us/biz/CertificateSearchCriteria.do> entering the certificate's confirmation number displayed on the certificate, and following the instructions displayed. Confirming the issuance of a certificate is merely optional and is not necessary to the valid and effective issuance of a certificate. For more information, visit our Web site, <http://www.sos.state.co.us/> click Business Center and select "Frequently Asked Questions."